

AGREEMENT

THIS CONTRACT, made and entered into by and between the **LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT**, by and through its **LOUISVILLE FREE PUBLIC LIBRARY** herein referred to as **“METRO GOVERNMENT”**, and **BOOK WHOLESALERS, INC.**, with offices located at 1847 Mercer Road, Lexington, Kentucky 40511, herein referred to as **“CONTRACTOR”**,

WITNESSETH:

WHEREAS, the Metro Government requires a source for the supply of books and other library materials; and

WHEREAS, the Metro Government let a Request for Proposals for the purchase of such goods and Contractor submitted a responsive and responsible offer to supply them; and

WHEREAS, the Contractor has been determined by the Metro Government to have the necessary experience, expertise and qualifications to provide those supplies,

NOW, THEREFORE, it is agreed by and between the parties hereto as follows:

I. SCOPE OF SERVICES

A. The Contractor shall perform the services described in Attachment A attached hereto and fully incorporated herein. Attachment A consists of Request for Proposal (“RFP”) Number 1081 published by the Metro Government on September 18, 2006 and Contractor's response to that RFP (“Response”). In the event of a conflict between this Agreement and the RFP or the Response, this Agreement shall govern. In the event of a conflict between the RFP and the Response, the RFP shall govern.

II. FEES AND COMPENSATION

A. Contractor shall be reimbursed as described in Attachment A. Total compensation payable to Contractor shall not exceed **SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$750,000.00)**. This Agreement has no guarantee for a minimum number of orders.

III. DURATION

A. This Agreement shall begin November 15, 2007 and shall continue through and including November 14, 2008.

B. In the event that, during the term of this Agreement, the Metro Council fails to appropriate funds for the payment of the Metro Government's obligations under this Agreement, the Metro Government's rights and obligations herein shall terminate on the last day for which an appropriation has been made. The Metro Government shall deliver notice to Consultant of any such non-appropriation not later than 30 days after the Metro Government has knowledge that the appropriation has not been made.

IV. ENTIRE AGREEMENT

This Agreement constitutes the entire agreement and understanding of the parties with respect to the subject matter set forth herein and this Agreement supersedes any and all prior and contemporaneous oral or written agreements or understandings between the parties relative thereto. No representation, promise, inducement, or statement of intention has been made by the parties that is not embodied in this Agreement. This Agreement cannot be amended, modified, or supplemented in any respect except by a subsequent written agreement duly executed by all of the parties hereto.

V. SUCCESSORS

This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors and assigns.

VI. SEVERABILITY

If any court of competent jurisdiction holds any provision of this Agreement unenforceable, such provision shall be modified to the extent required to make it enforceable, consistent with the spirit and intent of this Agreement. If such a provision cannot be so modified, the provision shall be deemed separable from the remaining provisions of this Agreement and shall not affect any other provision hereunder.

VII. COUNTERPARTS

This Agreement may be executed in counterparts, in which case each executed counterpart shall be deemed an original and all executed counterparts shall constitute one and the same instrument.

WITNESS the agreement of the parties hereto by their signatures affixed hereon.

**APPROVED AS TO FORM AND
LEGALITY:**


IRV MAZE
JEFFERSON COUNTY ATTORNEY

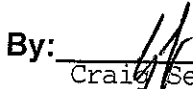
**LOUISVILLE/JEFFERSON COUNTY
METRO GOVERNMENT**


CRAIG BUTHOD, DIRECTOR
LOUISVILLE FREE PUBLIC LIBRARY

Date: 10/2/07

Date: October 22²⁵, 2007

BOOK WHOLESALERS, INC.

By: 
Craig Seeger

Title: Director of National Sales

Date: October 22, 2007

Taxpayer Identification No.
(TIN): _____

Louisville/Jefferson County
Revenue Commission Account
No.: _____

ATTACHMENT A

Louisville Jefferson County Metro Government, Kentucky
Request For Proposal: For Price Proposals for Professional Service Contract for Books
Request For Proposal Number: **1081**
Request For Proposal Due: Friday, October 6, 2006

Pre-selection Services are available for any format of material. English and Spanish language materials are available. The library starts the process by preparing profiles of their selection needs, quantities, budget, and term for ordering and submits to BWI. Collection Development Librarians will carefully prepare review lists for the library based on the profiles. Selected titles may be 1-9 months in advance of publication. The Library may automatically receive pre-selection orders or has the option to review pre-selection lists prior to order. Lists can easily be sent to/through the library interface offering the library the ability to monitor their encumbrances and display early on-order information in their PAC.

There are many advantages to Pre-selection Services:

- The library's pre-selections will beat the journal review process, allowing their orders to jump to the beginning of the queue for titles.
- The breadth of pre-selection is much wider than the small amount of titles that are reviewed. Publishers chosen for this program are very reputable standard publishers/producers. The library may also add customized local or small publishers/producers to the plan.
- Centralized pre-selection saves time for the library.
- The library has complete review and continual input to Pre-selection Service, with the ability to work with Collection Development librarians to tweak as you go.

Collection Development librarians are dedicated to providing *complimentary* bibliographies that will enhance and streamline the Library's selection and acquisitions process. Each bibliography is extensively researched, and our qualified staff combines personal knowledge with the professional expertise of referencing sources and reviews to create the most current, easy-to-use selection lists featuring the highest quality titles. For enhanced Customized Collection Development Services, there is a cost of \$60.00 per list.

Trina Rushing: Manager of Collection Development:

Phone: 800.888.4478 ex-229

Fax: 800.888.6319

E-mail: trushing@bwibooks.com

INVENTORY:

BWI has in stock inventory that includes paperback and hard cover; juvenile, young adult and adult non-fiction in all Dewey subject ranges, fiction, reference materials and mass market paperbacks; juvenile picture, easy reader, board books and read-alongs. BWI has over 50,000 publishers/producers available as resources from which to purchase book and non-book materials. This includes new releases, and backlist children's, young adult and adult titles, materials in Spanish, world language titles, as well as bi-lingual titles, and small press titles. BWI's average in stock inventory includes 65,000 print titles with 1,000,000 volumes.

TitleTales is BWI's complementary web based electronic title database and features the largest selection of currently available titles found anywhere. If the Louisville Free Public Library does not find a specific title on TitleTales, this title can be added manually and BWI will provide that title to the Library,

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as long as it is available from the publisher. TitleTales provides the status of titles that are out of print, titles that are publisher out of stock, and titles that need to be ordered directly from the publisher.

The Louisville Free Public Library can have instant access to over:

- Over 700,000 children's and YA book titles
- Over 4,000,000 adult book titles
- Approximately 50,000 BeeWee titles
- Approximately 14,000 Distinct Graphic Novel titles
- Over 50,000 Publishers/Producers
- Over 28,000 ebooks
- 1,164 series on Standing Order Plan
- 252 Graphic Novel series on Standing Order Plan

TYPES OF MATERIALS TO BE SUPPLIED:

BWI is able to supply trade books and paperbacks, university press books, mass market paperbacks, and juvenile books with reinforced bindings.

Adult:	Trade hardbacks	\$24.99 and under – 40%
		\$25.00 and over – 42%
	Trade paperbacks	\$24.99 and under – 40%
		\$25.00 and over – 42%
Juvenile:	Short discount books	0% - 15% *
	Mass market paperbacks	35%
	Trade hardbacks	\$24.99 and under – 40%
		\$25.00 and over – 42%
	Reinforced bindings	20%
	Short discount books	0% - 15% *
	Trade paperbacks	\$24.99 and under – 40%
		\$25.00 and over – 42%
	Mass market paperbacks	35%

An average discount that may be realized overall is 38% without including short discount material.

* On a consistent basis, **less than 1/2 of 1%** of items that BWI provides require a service fee. This fee is only applied when BWI is extended no discount from the publisher. Should the Library purchase items that require this fee, these titles will incur a Special Acquisitions Cost of \$5.95 (1 copy), \$8.95 (2 copies), or \$10.95 (3 or more copies) **per title**. The special acquisition cost will be determined on a case by case basis, when we receive the item(s) from the publisher.

While this is not going to affect a large number of titles that Louisville Free Public Library will be ordering, the library does have options regarding the Special Acquisitions Cost. The library can opt to automatically cancel titles incurring this cost. This can be modified through Account Profiles at BWI Customer Service. And, the library has the option to show titles that incur the SAC at the time of selection. Your Regional Account Manager, Eileen Armour, can set this up, per library request.

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VENDOR-SUPPLIED PROCESSING:

BWI can provide any processing that is required by Louisville Free Public Library. BWI offers a full range of completely customized processing options. We can easily handle the most complex specifications. BWI can provide any processing or partial processing that the Library requires. BWI specializes in customizing a library's processing needs. Kyle will be happy go over the various options and pricing available for your library.

Kyle Bachman-Johnson

Phone: 800.888.4478 ext. 481

Fax: 800.888.6319

E-mail: kbachmanjohnson@bwibooks.com

Cherry Smith is the Manager of the Processing Department.

Cataloging:

BWI provides both copy and original cataloging for print media. Records provided adhere to AACR2002, MARC 21, 3rd edition, and Library of Congress Rule Interpretations. Items can be classified according to either the Dewey Decimal or Library of Congress schemes. Exact record matches are generally established on the basis of author, title, and publisher, however BWI will use the match points preferred and specified by the library. Similarly, the library's needs dictate whether additional databases are searched. BWI searches OCLC (under Third Party Agreements) and library webpacs if indicated. BWI records are customized according to the customer's specifications and may include holdings records in a designated field.

MARC record

'Best available'/generic downloadable from TitleTales for	\$0.25 each
Guaranteed full record verified accuracy	\$0.99 each
OPAC searches and OCLC searches	\$1.00
Added holdings	\$0.20 per item

BWI's MARC records are professionally enhanced and we will provide the Library with machine-readable bibliographic records for all the titles we supply and we make them available to you via e-mail, FTP or TitleTales. In addition, we can work directly in your system with your bibliographic records. Our MLS-degreed staff customizes your cataloging precisely to your specifications.

BWI conforms to current cataloging standards and uses the following cataloging tools:

- OCLC Bibliographic Input Standards
- Anglo American Cataloging Rules, 2nd ed. 2002 rev.,
- Library of Congress Format for Bibliographic Data
- LC Subject Headings
- LC Authority files
- Dewey Decimal Classification 22nd ed.

BWI's professional catalogers use Library of Congress MARC records and manually match them to book in-hand when records exist. Original MARC records are created when one does not exist.

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BWI and the Library's Cataloging Department will establish matching criteria for MARC records. Generally 5 fields are required. Those fields are as follows:

1. ISBN
2. Author / Title
3. Publisher
4. Copyright Date
5. Edition

OCLC & PROMPTCAT

BWI recognizes that sometimes a library system requires OCLC records. BWI can provide the Library with OCLC bibliographic records, through a combination of PromptCat MARC record delivery and a Third Party Vendor Agreement. The Third Party Vendor Agreement allows BWI to log into OCLC's database under the Library's login and password in order to search, edit and download records.

In addition, BWI will add the Library's holdings to OCLC's WorldCat database, through a combination of PromptCat MARC record delivery and a Third Party Vendor Agreement. It is also possible for BWI to update OCLC holdings while providing BWI records.

MARC Record Services from BWI

Type: Brief

Description: Used as an acquisitions placeholder in library's local system. Standard fields are: Control number, ISBN, Dewey, Author, Title, Publisher, Pub Date. Additional fields can be added to improve acquisitions: 049 with source code, 09X ON Order, price in a specific place, 9XX tags for fund, collection, and location codes.

Pricing: no charge

Delivery: TitleTales download

Type: Rapid Response - Books only

Description: Best available record at the time the library's order is shipped. No custom editing. Mix of full and brief records is available as part of this service but library must advise BWI of what they want (full only or mix) so that we may program accordingly.

Pricing: \$.25 per record

Delivery: TitleTales download (NO CHARGE)

Type: Customized Full

Description: Record created according to library specifications by professional MLS-degreed librarian. Conforms to accepted cataloging practices and always meets industry standards.

Pricing: Based on library specifications

Delivery: TitleTales download (NO CHARGE)

Delivery: FTP Free

Delivery: email attachment Free

Delivery: Online access to customer OPAC, pricing varies

Also available:

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1. BWI is an **OCCLC PromptCat** Partner. Once the library signs a PromptCat agreement with its Regional OCLC Network, copies of invoices for print items ordered from BWI will be sent to OCLC. In turn, OCLC will deliver an available cataloging record and set the library's holdings on WorldCat. Pricing will vary depending on the Regional OCLC Network.

2. Through the **OCCLC Third Party Agreement**, BWI can search the WorldCat database and also set holdings for library customers if a book or AV record exists using the library's login. If no record exists, BWI can create and load an original record into World Cat for the library. Contact BWI for specific details and pricing.

Carol Macmann is the Manager of Cataloging and Bibliographic Services.

MULTIPLE ACCOUNT NUMBERS:

BWI will accept multiple account numbers for the Library and will invoice each account separately.

PLACEMENT OF ORDERS:

The Library will be able to access TitleTales directly from the Polaris system. BWI supports the EDI X12 version 4010 standard compatible with the Polaris system for electronic ordering, receiving and invoicing at no charge.

This is how BWI interfaces electronically with Polaris:

1. The library can download brief or full MARC records from TitleTales. We can customize their download and add the Polaris 970 tag, which holds their distribution information.
2. They can import the MARC records into Polaris which automatically creates a purchase order.
3. They may then send the order to us electronically. Polaris uses the X12 format to send / receive electronic documents.
4. We send back an electronic X12 acknowledgement within 30 minutes of receiving their order(s). If the library is using version 3.2 or higher, we can also provide them with electronic invoices. Electronic invoices become available on the evening that Shipping sends the library's order out our back door.

BWI will accept orders from the Library via phone, fax, mail, TitleTales, electronic orders, typed lists, order slips, and generally in any form.

BWI will provide the following modes of communication to the Library:

- BWI website: www.bwibooks.com
- BWI Regional Account Manager, Eileen Armour
- Company-wide e-mail
- Company-wide voice mail
- FTP
- TELNET

BWI • 1847 Mercer Road • Lexington, KY 40511 • Phone: 800-888-4478 • Fax: 800-888-6319
www.bwibooks.com

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- Toll-free phone number 800-888-4478
- Toll-free Fax number 800-888-6319

BWI understands that ordering books and materials can be as challenging as selecting the titles themselves. We also realize that your time is very important to you and your library. In an effort to make your ordering process as fast, flexible, and simple as possible, BWI gives you choices for ordering electronically.

Our Computer Services Department is highly skilled and dedicated to finding the best method possible for your electronic ordering needs.

BWI provides EZ-Dial, which allows you to dial into our system via modem, and EZ-FTP, which allows you to send electronic orders via the Internet.

These services are provided without cost, and are also provided with technical service support from our Computer Services department.

Purchase Order Acknowledgment: BWI can provide a Purchase Order Acknowledgment that will inform the Library about the titles that have been placed on order. The Purchase Order Acknowledgment can be delivered as text e-mail or as HTML formatted e-mail. TitleTales delivery options include a text delimited file (similar to "Download as Text" in Your Lists), and view and print (similar to "View Order" in Order Cart > View Order History). Electronic orders can receive a POA within 2 hours. We can also fax or mail your Purchase Order Acknowledgment within 24 hours of receiving the order.

TitleTales

TitleTales is BWI's *complimentary* web based electronic title database and features the largest selection of currently available children's, young adult and adult books and audio visual titles found anywhere. TitleTales will allow the Library to create selection lists per unique parameters, place orders via the Internet, or import MARC information into your automation system to create order records. TitleTales includes:

- Per title grid allocation for multiple selectors, branches (or agencies) with fund and/or collection codes. This feature also allows one click title allocation to user defined agency groupings.
- Instant access to over 640,000 children and young adult titles
- Instant access to over 39,000 graphic novel titles
- Instant access to over 4,000,000 adult titles
- Instant access to over 1,000,000 AV items in all formats including Videos, DVD's, Music, Audio Books and PLAYAWAY Digital Audio Books
- Simple and advanced collection development searches
- Enhanced bibliographic information
- Instant access to BWI's core bibliographies prepared by BWI's MLS degreed children's and young adult specialists, and adult specialists
- Order and list management options
- Unlimited list capacity, exceptional flexibility and de-duping ability
- Advance (pre-pub) notice of and upcoming titles

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- Electronic acquisitions with order history
- *FREE* full text media reviews from AudioFile, Booklist, Kirkus, Horn Book, Library Journal, Video Librarian, School Library Journal, VOYA, Science Books and Films, Criticas, and Publishers Weekly
- *FREE* brief MARC record download capability
- Full MARC record download availability
- Online access to Children's and Young Adult Standing Order Plans
- Online access to Children's Video Standing Order Plan
- Online management of juvenile plans (book and video) which includes the capability to add or delete series, update quantities, view and/or print Plan summaries and cost estimates, and budget management.
- Online access to advance notification for Standing Orders, Awards and Best Books Plan, SNAP shipments, Billboard Plan, AV Review Plan, Music Artists, and Elite Street shipments
- Selection list(s) download capability
- Share lists capability
- Preview full color book covers for over 583,000 titles
- Preview full color AV covers for over 647,000 titles
- Over 473,000 titles with OCLC MARC
- Inside page scans of Graphic Novels and picture books.
- Select 'First Chapters' for some titles
- Any media item in print that is available to a vendor is available for ordering
- PACheck: the ability to check your OPAC to see if you already hold the title in your collection

TitleTales is an interactive ordering system and can be used to search titles by any combination of the following criteria:

- Title
- Author/Artist
- Subject
- Series
- ISBN
- Bisac subject search
- Vendor catalog number
- UPC
- Accelerated reader by level, by points, or by quiz number
- Key Word
- Exact Title
- Illustrator
- Publisher/Vendor
- BWT's Core Bibliographies
- State Awards Lists
- Awards and Best Books Lists

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- Special Topics
- Your Lists
- Interest Levels
- Date Published/Released
- Bindings/Format
- Number of Reviews
- Review Sources
- Review Dates
- Languages
- Classifications
- List Price
- Number of Pages
- Dewey Range
- Popular Song Title
- Classical Music Composer
- Classical Music Title
- Classical Music Form/Genre
- Classical Music Period
- Ability to include out-of-print titles

After creating a list, you can do the following:

- Edit your newly created list
- Add primary and or secondary title specific notes
- Copy lists to other subsidiary accounts throughout your library system
- Send lists to TitleTales Users outside of your library system
- Delete any list that you have created
- Restore Deleted lists for up to 30 days
- Merge several lists together into an existing list or into a newly created list
- Create a "shared list" with due date capability
- View list for printing
- Choose your sort preference for printing (Title, Author, Dewey, Date Published, or Secondary Notes Field)
- Choose your viewing preference (with or without annotations and the option to include Agency/Fund information)
- Print List, which includes a summary of the total tiles ordered, total quantity ordered, total list price, total discount price, and your list notes
- If using BWI Grid functionality, you can print lists including totals per agency, per fund code and overall totals
- Send your list to the Order Cart
- Update your user information (you can change your password, set the notes field to long or short columns, add a secondary notes field, change the number of titles to display per page, enable the branch data field, create a default agency ID, change your download type to Regular or Innovative formatted records which will create bib and order records if

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loaded into the Innovative Interfaces system (your library must have a compatible loader table), search for children's, adult, or both categories, include or exclude audiovisual titles, etc.).

- Archive your list
- Download your list as text

After creating an order you can do the following:

- Send your order to the Order Cart
- Empty the Order Cart
- Check for duplicate titles
- Submit your order
- Request a Cost Estimate
- View your order for printing
- View your order history
- Select a *FREE* brief MARC record with download capability, or save separately to a disk or as a separate file
- Select a full MARC download with download availability or saved separately to a disk or as a separate file
- Download customized MARC records
- Review your MARC download history
- Convert the order back into a list that can be saved for future reference
- Choose your sort preference for printing a list (Title, Author, or Dewey)
- Choose the list format to include annotations or exclude annotations
- Print List, which includes a summary of the total titles ordered, total quantity ordered, and the total list price for the order

BWI will provide the Library with any title that is currently available from thousands of producers and publishers, BWI currently represents. If a librarian does not find a specific title on TitleTales, this title can be added manually and BWI will provide that title to the Library, as long as it is available from the publisher/producer

TitleTales provides the status of titles that are out of print, titles that are publisher out of stock, and titles that need to be ordered directly from the publisher.

PACheck makes it possible to instantly cross-check your library's holdings on TitleTales. Now, when you're searching titles and creating lists on TitleTales, you don't have to keep bouncing back and forth between your library's holdings and our website to see whether you already own a particular item-you can simply use this quick and easy feature. Once activated, every listing in our system will have the familiar blue and white public library icon attached to it. Clicking on the icon will pop up a screen that instantly accesses your library's OPAC and provides information on whether you own that item already. This feature will save you time and money.

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STATUS/CANCELLATION REPORTS:

Cancellation Report:

BWI will provide a list of titles that have been canceled in accordance with Louisville Free Public Library's cancellation policy and their current status. This report is mailed weekly or by the 5th of each month and is also available on TitleTales.

Status Report:

BWI will provide the Louisville Free Public Library with a listing of titles that remain on order and their status. This report is mailed weekly or by the 5th of each month and is also available on TitleTales

BWI uses the following codes for status information:

- CAD Cancelled per your cancellation date
- CFP Cancelled, unable to locate publisher
- CXD Cancelled per your request
- OOP Cancelled, title is out of print
- OOS Cancelled, publisher out of stock indefinitely
- PCI Cancelled, publisher cannot identify
- PCP Publisher cancelled publication
- PFI Please provide more information
- POD Please order direct, publisher will not accept wholesale order
- PPP Cancelled, publication postponed
- TOS Temporarily out of stock, please reorder in 60 days
- NY* Not yet published/cancelled per your cancellation date – please reorder

INVOICES:

Invoices produced by BWI include a computer generated 4-part form, which can be sorted alphabetically by title or by author. BWI's invoices contain the following information:

- Invoice Number
- Invoice Date
- Sold to Address
- Ship to Address
- Customer Number
- Library Purchase Order Number
- Shipping Method
- Terms (Net 30 Days)
- ISBN
- Title
- Author
- Publisher

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- Purchase Order Number
- Quantity Ordered
- Quantity Shipped
- List Price
- Discount Percentage
- Unit Net Price
- Net Price
- Fuel Surcharge
- Total Number of Books Shipped
- Subtotal Total Amount Due

Invoices are routinely included with all shipments, but can be mailed separately, per the Louisville Free Public Library's request. BWI's cataloging and processing charges appear as separate line items at the bottom of each invoice. BWI will also place the charges for cataloging and processing on a separate invoice if you prefer.

RETURNS/CREDITS:

The Return Policy for BWI is 90 days, from the date of the Invoice. BWI does not charge for restocking, or returns due to damaged, or incorrectly processed books. BWI does not require authorization to return books.

BWI will guarantee all items, whether processed or not against defects in materials. If a defect is to be found and it is not caused by misuse, BWI will replace the item free of charge to the Louisville Free Public Library. BWI pays the shipment costs for damaged, defective, or incorrectly shipped materials to be returned. BWI's return policy is on the back of every packing slip. BWI recognizes that the Louisville Free Public Library will return for replacement or credit damaged or defective items even if they have been marked, stamped, or otherwise processed by the Library. Should the Louisville Free Public Library receive a shipment with damaged materials or materials not the same as those ordered, BWI can issue credit memos, internal credits, or no charge replacements.

Return procedures are:

1. Report any problems or discrepancies within 90 days of invoice date to our Customer Service Department at 800.888.4478 ext. 1.
2. Send a copy of the invoice with problem titles highlighted (or a copy of the front and back of invoice with problem titles highlighted) along with returned items.
3. Check the box on the back of invoice that best explains the reason for return
4. Indicate how you wish your return to be handled.
5. Send returns to:
Attn. Returns Department, BWI, 1847 Mercer Road, Lexington, KY 40511

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DELIVERY OF ORDERS:

A. RUSH Orders

1. BWI guarantees a turn around time of 48 hours for a RUSH order of books in stock to be delivered.
2. Prepublication orders of bestsellers ordered RUSH will be shipped so that Library receives on day before title goes on sale in bookstores if BWI has it in stock and we are given 48 hours notice.
3. Backorders can be held for RUSH only orders of titles not yet published or publisher out-of-stock.

B. NON-PROCESSED BOOKS:

1. BWI will ship books in stock within one week of receipt of order.
2. BWI will ship in print books not in stock within six weeks of receipt of order.
3. BWI recognizes that all books not received within nine weeks will be cancelled and order considered complete.

C. VENDOR-PROCESSED BOOKS

1. BWI will ship books in stock within two weeks of receipt of order.
2. BWI will ship in print books not in stock within eight weeks of receipt of order.
3. BWI recognizes that all books not received within nine weeks will be cancelled and order considered complete.

SHIPPING:

BWI will be responsible for all shipping and handling costs, including inside delivery.

Shipments from BWI are carefully arranged and packaged with recycled white newsprint and properly sealed to exceed recommendations and requirements of the U.S. Postal Service to ensure their arrival in excellent condition. Each box is affixed with a label with the following information.

- Name, Address, Phone Number, and Fax Number of BWI
- Name and Address of the recipient
- Invoice Number
- Purchase Order Number
- Number of boxes within a shipment

All shipments from BWI are shipped via FedEx.

All shipments are made from:

BWI
1847 Mercer Road
Lexington, KY 40511

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All multiple carton shipments will have cartons clearly labeled at the top so the Library can discern a total shipment (e.g. 1 of 4, 2 of 4, 3 of 4, 4 of 4). The number of packages in a single shipment will be clearly marked on the outside of each carton. Purchase order and/or account numbers, where required by the library, will appear on the outside of each carton delivered. Each carton containing the packing slip is clearly labeled with a sticker "invoice/packing slip enclosed". The weight is shown on the outside label.

SECTION III

HOLD HARMLESS AND INDEMNIFICATION CLAUSE, AND INSURANCE REQUIREMENTS FOR CONTRACT TO SUPPLY PRODUCTS

I. HOLD HARMLESS AND INDEMNIFICATION CLAUSE

The Supplier shall indemnify, hold harmless, and defend the Louisville/Jefferson County Metro Government, its elected and appointed officials, employees, agents and successors in interest from all claims, damages, losses and expenses including attorneys' fees, arising out of or resulting, directly or indirectly, from the Supplier's (or Supplier's subcontractors, if any) performance or breach of the contract provided that such claim, damage, loss, or expense is: (1) attributable to personal injury, bodily injury, sickness, death, or to injury to or destruction of property, including the loss of use resulting therefrom, or breach of contract, and (2) not caused by the negligent act or omission or willful misconduct of the Louisville/Jefferson County Metro Government or its elected and appointed officials and employees acting within the scope of their employment. This Hold Harmless and Indemnification Clause shall in no way be limited by any financial responsibility or insurance requirements and shall survive the termination of this Contract.

II. INSURANCE REQUIREMENTS

Prior to commencing work, Supplier shall obtain at its own cost and expense the following types of insurance through insurance companies licensed in the State of Kentucky. Insurance written by non-admitted carriers will also be considered acceptable, in accordance with Kentucky Insurance Law (KRS 304.10-040.). **The Supplier must submit a Certificate of Insurance evidencing coverage required below with their bid, prior to being awarded a contract by the Louisville/Jefferson County Metro Government's Department of Purchasing, (who may request review by Louisville/Jefferson County Metro Government's Risk Management Division**

Without limiting Supplier's indemnification requirements, it is agreed that Supplier shall maintain in force at all times during the performance of this agreement the following policy of insurance covering its product and operations.

The insurance to be procured and maintained and **minimum** Limits of Liability shall be as follows, unless different limits are specified by addendum to the contract:

1. **COMMERCIAL GENERAL LIABILITY**, via the **Occurrence Form**, with a **\$1,000,000** Combined Single Limit for any one Occurrence for Bodily Injury, Personal Injury and Property Damage, including:
 - a. Premises - Operations Coverage
 - b. Products and Completed Operations Coverage
 - c. Contractual Liability

III. ACCEPTABILITY OF INSURERS

Insurance is to be placed with Insurance Companies with an A. M. Best Rating of no less than "B+ VI", unless proper financial information relating to the Company is submitted to and approved by the Louisville/Jefferson County Metro Government's Risk Management Division.

IV. MISCELLANEOUS

- A. The Supplier shall procure and maintain insurance policies as described herein and for which the Louisville/Jefferson County Metro Government Department of Purchasing shall be furnished Certificates of Insurance upon the execution of the Contract.
- B. Certificates of Insurance as required above shall be furnished, with your bid to the Louisville/Jefferson County Metro Government, Department of Purchasing, Room 306, Fiscal Court Building, Louisville, Kentucky 40202
- C. Approval of the insurance by the Louisville/Jefferson County Metro Government shall not in any way relieve or decrease the liability of the Supplier hereunder. It is expressly understood that the Louisville/Jefferson County Metro Government does not in any way represent that the specified Limits of Liability or coverage or policy forms are sufficient or adequate to protect the interest or liabilities of the Supplier.

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

Page 1 of 2

DATE
09/17/2007

PRODUCER

877-945-7378

Willis North America, Inc.
26 Century Blvd.
P. O. Box 305191
Nashville, TN 372305191

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURERS AFFORDING COVERAGE

NAIC#

INSURED

Book Wholesalers, Inc.
2233 West Street
River Grove, IL 60171

INSURER A: Zurich American Insurance Company

16535-004

INSURER B: Zurich American Insurance Company

16535-002

INSURER C:

INSURER D:

INSURER E:

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR ADD'L LTR INSR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	GL08374383-10	4/1/2007	4/1/2008	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 5,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
B	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS	BAP8374426-10	4/1/2007	4/1/2008	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC \$ AUTO ONLY: AGG \$
B	EXCESS/UMBRELLA LIABILITY <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> DEDUCTIBLE <input type="checkbox"/> RETENTION \$	AUC9310436-04	4/1/2007	4/1/2008	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$ \$ \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	WC837442410 (AOS)	4/1/2007	4/1/2008	<input checked="" type="checkbox"/> WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER
B		WC837442510 RETRO	4/1/2007	4/1/2008	E.L. EACH ACCIDENT \$ 1,000,000
B		WC 5919220 01 (ID)	4/1/2007	4/1/2008	E.L. DISEASE - EA EMPLOYEE \$ 1,000,000
					E.L. DISEASE - POLICY LIMIT \$ 1,000,000
	OTHER				

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

CERTIFICATE HOLDER

CANCELLATION

Book Wholesalers, Inc.
1340 Ridgeview Drive
McHenry, IL 60050

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE